

WYATT, TARRANT & COMBS

1500 NASHVILLE CITY CENTER

511 UNION STREET

NASHVILLE, TENNESSEE 37219-1750

615 244-0020

FAX: 615 256-1726

CITIZENS PLAZA
LOUISVILLE, KY 40202-2898
502 589-5235

1700 LEXINGTON FINANCIAL CENTER
LEXINGTON, KY 40507-1746
606 233-2012

29 MUSIC SQUARE EAST
NASHVILLE, TN 37203-4322
615 255-6161

313 E. MAIN STREET, SUITE 1
HENDERSONVILLE, TN 37075-2546
615 822-8822

TAYLOR-SCOTT BUILDING
FRANKFORT, KY 40601-1807
502 223-2104

6800 POPLAR AVENUE, SUITE 200
MEMPHIS, TN 38138-7445
901 537-1000

ELSBY BUILDING
NEW ALBANY, IN 47150-3440
812 945-3561

WRITER'S DIRECT DIAL NUMBER

615 251-6713

May 12, 2000

K. David Waddell
Executive Secretary
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37219

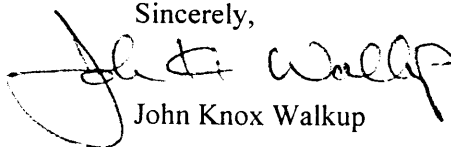
Via Hand Delivery

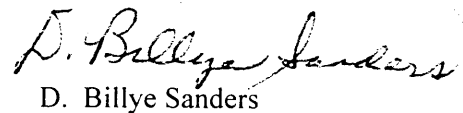
Re: Application of Memphis Networx, LLC for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light, Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L") for Approval of Agreement between MLGW and A&L regarding Joint Ownership of Memphis Networx, LLC; Docket No. 99-00909 - Request to Deny the Expansion of the Role of IBEW as an Intervener and to set Hearing

Dear Mr. Waddell:

Enclosed you will find the original and thirteen (13) of the Request of Memphis Networx, LLC, Memphis Light, Gas & Water Division and A&L Networks-Tennessee, LLC to Deny the Expansion of the Role of IBEW as an Intervener and to set Hearing.

Sincerely,


John Knox Walkup


D. Billy Sanders

JKW/slh
Enclosures

cc: Parties of Record
J. Maxwell Williams, Esq.
Ward Huddleston, Esq.

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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:

APPLICATION OF MEMPHIS NETWORKX, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT, GAS & WATER
DIVISION, A DIVISION OF THE CITY OF MEMPHIS
TENNESSEE ("MLGW") AND A&L NETWORKS-
TENNESSEE, LLC ("A&L") FOR APPROVAL OF
AGREEMENT BETWEEN MLGW AND A&L
REGARDING JOINT OWNERSHIP OF MEMPHIS
NETWORKX, LLC

DOCKET NO. 99-00909

**REQUEST TO DENY THE EXPANSION OF
THE ROLE OF IBEW AS AN INTERVENER AND TO SET HEARING**

Come now Memphis Networkx, LLC ("Applicant") and Memphis Light, Gas, and Water Division and A&L Networks-Tennessee, LLC ("Joint Petitioners") to ask that the role of Local 1288 of the International Brotherhood of Electrical Workers ("IBEW") as a limited intervener in this proceeding be maintained and that any expansion of that role be denied and that a hearing date be set and would state in support the following:

1. On November 24, 1999, Memphis Networkx, LLC ("Applicant") filed an application with the Tennessee Regulatory Authority ("TRA") for a Certificate of Public Convenience and Necessity to provide telecommunications services. In conjunction with the application, Memphis Light, Gas and Water Division and A&L Networks-Tennessee, LLC ("Joint Petitioners"), the

members of Memphis Networkx sought approval of the operating agreement of Memphis Networkx pursuant to Tennessee Code 7-52-103(d).

2. At a regularly scheduled Authority conference held on December 20, 1999, the TRA appointed the General Counsel to render decisions on petitions for intervention, to hear preliminary matters prior to the hearing and to set a procedural schedule to completion.

3. On March 9, 2000, the Pre-Hearing Officer provided such a report and recommendation to the TRA. The report, which was subsequently approved by the TRA, listed nine (9) issues, identified the number of witnesses expected by the parties, and established a procedural schedule.

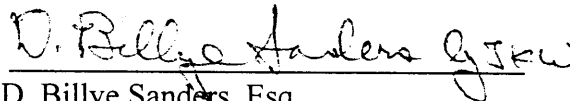
4. Over three (3) weeks following that report and recommendation and following its approval by the TRA, Local 1288 of the International Brotherhood of Electrical Workers Union ("IBEW") filed a petition to intervene in this proceeding. That petition was filed on April 3, 2000.

5. At a Pre-Hearing conference on April 5, 2000, the Pre-Hearing Officer permitted IBEW to intervene in the proceeding with limitations to "permit IBEW to monitor the proceedings and obtain copies of documents filed in the proceeding" and "to make a brief statement in accordance with opening statements that may be made by counsel of other parties at the beginning of the hearing." (Pre-Hearing Officer's Order of April 25, 2000 at p. 4). The Pre-Hearing Officer also permitted IBEW counsel to "conduct cross-examination of witnesses who are already scheduled to appear at the hearing" and limited those areas of cross-examination. (Pre-Hearing Officer's Order of April 25, 2000 at p. 6).

6. This intervention was sought and permitted more than a month after the time for interventions established by the Pre-Hearing Officer had expired. Furthermore, this intervener has been given substantial opportunity to participate in this proceeding under the current order.

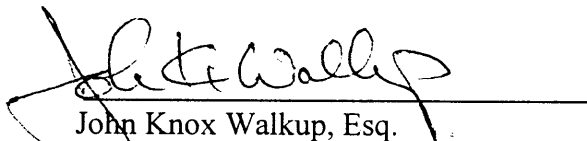
Wherefore, applicant and joint petitioners respectfully request that the role of intervener IBEW not be expanded to add additional witnesses, additional cross-examinations and additional issues to an already complex and time consuming proceeding. Applicant and joint petitioners respectfully request that the previous decisions be maintained, that a hearing date be set and that the proceeding proceed to a prompt and orderly conclusion.

Respectfully submitted,



D. Billye Sanders, Esq.
Waller Lansden Dortch & Davis
A Professional Limited Liability Company
Nashville City Center
511 Union Street, Suite 2100
Nashville, TN 37219-8966
(615)244-6380

Attorney for MLGW and
Memphis Networkx, LLC

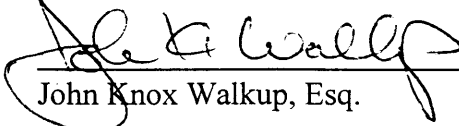


John Knox Walkup, Esq.
Wyatt Tarrant & Combs
Nashville City Center
511 Union Street, Suite 1500
Nashville, TN 37219-1750
(615)244-0020

Attorney for A & L and
Memphis Networkx, LLC

CERTIFICATE OF SERVICE

I, John Knox Walkup, hereby certify on this 6th day of May, 2000, a true and correct copy of the foregoing was delivered by hand delivery, facsimile or U.S. Mail postage pre-paid to the Counsel of Record listed below.


John Knox Walkup, Esq.

Henry Walker, Esq.
Boulton Cummings Connors & Berry, PLC
414 Union Street, Suite 1600
P.O. Box 198062
Nashville, TN 37219
Attorney for NEXTLINK, Tennessee, Inc.

Guy Hicks, Esq.
Patrick Turner, Esq.
Bellsouth Telecommunications, Inc.
333 Commerce Street, Suite 2101
Nashville, TN 37201-330
Attorneys for BellSouth
Telecommunications, Inc.

Charles B. Welch, Jr., Esq.
Farris Mathews Branam, Bobango &
Hellen, P.L.C.
618 Church Street
Suite 300
Nashville, TN 37219
Attorney for Time Warner of the
Mid-South L.P., Time Warner
Communications of the Mid-South, L.P.,
and the Tennessee Cable
Telecommunications Association

Lee J. Bloomfield, Esq.
Allen, Godwin, Morris, Laurenzi &
Bloomfield, P.C.
One Memphis Place
200 Jefferson Avenue, Suite 1400
Memphis, Tennessee 38103
Attorney for the International
Brotherhood of Electrical Workers
Union, Local 1288

R. Dale Grimes, Esq.
Bass, Berry & Sims
2700 First American Center
Nashville, TN 37238
Attorney for Concord Telephone
Exchange, Inc., Humphreys County
Telephone Company, Tellico Telephone
Company, Inc. and Tennessee Telephone
Company

Vance L. Broemel
Assistant Attorney General
Consumer Advocate Division
Cordell Hull Building, 2nd Floor
425 5th Avenue North
Nashville, Tennessee 37243-0500